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Counsel to the Debtors and  
Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

- - - - - x  
In re: : Chapter 11  
:   
CIRCUIT CITY STORES, INC., : 1Case No. 08-35653 (KRH)  
et al., :   
:   
Debtors. : Jointly Administered  
- - - - - X

**ORDER GRANTING SECOND INTERIM AND FINAL APPLICATION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES OF  
ROTHSCHILD INC., AS FINANCIAL ADVISOR AND  
INVESTMENT BANKER TO THE DEBTORS FOR THE PERIOD FROM\_  
NOVEMBER 10, 2008 THROUGH MAY 19, 2009**

Upon consideration of the Second Interim and Final  
Application for Compensation and Reimbursement of Expenses  
of Rothschild Inc., as financial advisors and investment  
banker to the Debtors, for the period from November 10, 2008

through May 19, 2009 (the "Application"); and the Court having reviewed the Application and the Court having determined that the relief requested in the Application is necessary and appropriate; and it appearing that proper and adequate notice of the Application has been given and that no other or further notice is necessary; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor, it is hereby

**ORDERED, ADJUDGED, AND DECREED that:**

1. The Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Application is both fair and reasonable.
2. The Application is hereby approved in its entirety, and compensation for the Application Period in the total amount of \$3,054,794.68 is hereby approved, and the Debtors are hereby authorized and directed to pay the unpaid portion of such compensation.
3. The reimbursement of expenses for the Application Period in the total amount of \$103,034.43 is hereby approved, and the Debtors are hereby authorized and directed to pay any unpaid portion of such reimbursements.

4. This Court will retain jurisdiction with respect  
to any dispute concerning the relief granted hereunder.

Dated: Richmond, Virginia  
Jul 27 2009, 2009

/s/ Kevin Huennekens  
UNITED STATES BANKRUPTCY JUDGE

WE ASK FOR THIS: Entered On Docket: 7/28/09

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/s/ Douglas M. Foley  
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**CERTIFICATION OF ENDORSEMENT UNDER LOCAL RULE 9022-1(C)**

Pursuant to Local Bankruptcy Rule 9022-1(C), I hereby  
certify that the foregoing proposed order has been endorsed  
by or served upon all necessary parties.

/s/ Douglas M. Foley \_\_\_\_\_

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Imaged Certificate of Service Page 5 of 5  
**CERTIFICATE OF NOTICE**

District/off: 0422-7  
Case: 08-35653

User: jafarbayj  
Form ID: pdforder

Page 1 of 1  
Total Noticed: 1

Date Rcvd: Jul 28, 2009

The following entities were noticed by first class mail on Jul 30, 2009.  
aty +Gregg M. Galardi, Skadden Arps Slate Meagher, & Flom LLP, One Rodney Sq., PO Box 636,  
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The following entities were noticed by electronic transmission.  
NONE.

TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS \*\*\*\*\*

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Jul 30, 2009

Signature:

A handwritten signature in black ink, reading "Joseph Speetjens", written over a horizontal line.